

**UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF OHIO**

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In re:	:	Chapter 11
	:	
BUCKINGHAM SRC, INC.,	:	Case No. 13-17583
	:	
Debtor.	:	Judge Jessica E. Price-Smith
	:	
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**NOTICE OF AMENDMENTS TO ASSET PURCHASE AGREEMENT BY AND  
BETWEEN TRIANGLE CAPITAL CORPORATION AND BUCKINGHAM SRC, INC.  
DATED OCTOBER 31, 2013**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Buckingham SRC, Inc. ("SRC" or "Debtor"), debtor and debtor-in-possession in the above-captioned chapter 11 case (the "Case"), by and through its proposed undersigned counsel, hereby gives notice that Sections 7.7(b) and 11.7 of the *Asset Purchase Agreement by and Between Triangle Capital Corporation and Buckingham SRC, Inc. Dated October 31, 2013*<sup>1</sup> (the "Stalking-Horse APA") have been amended as set forth below.

Section 7.7(b) of the Stalking-Horse APA has been stricken in its entirety and now reads as follows: "obtain the Sale Procedures Order by **November 27, 2013.**"

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<sup>1</sup> The Stalking-Horse APA was filed as Exhibit A to the *Procedures for Solicitation and Selection of Highest and Best Qualified Bidder in Connection with Sale of Substantially All the Assets of Buckingham SRC, Inc.* which was filed as Exhibit 1 to the proposed Order (a) *Approving Bidding Procedures and Bidder Protection for Stalking-Horse Bidder*; (b) *Approving Form and Manner of Notice of Auction and Sale*; (c) *Approving Credit Bid Rights of Triangle Capital Corporation*; (d) *Approving Form and Manner of Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases*; (e) *Approving Sale of Substantially All of Debtor's Assets*; and (f) *Granting Related Relief* which was filed as Exhibit A to *Motion for Entry of Orders* (a) *Approving Bidding Procedures and Bidder Protection for Stalking-Horse Bidder*; (b) *Approving Form and Manner of Notice of Auction and Sale*; (c) *Approving Credit Bid Rights of Triangle Capital Corporation*; (d) *Approving Form and Manner of Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases*; (e) *Approving Sale of Substantially All of Debtor's Assets*; and (f) *Granting Related Relief* filed on October 31, 2013 [Docket No. 29].

Section 11.7 of the Stalking Horse APA has been stricken in its entirety and now reads as follows:

Notice. All notices or other communications required or permitted hereunder shall be in writing and shall be delivered personally or sent by registered or certified mail, by reputable overnight delivery or courier or by facsimile transmission, addressed as follows:

To Purchaser: Triangle Capital Corporation  
3700 Glenwood Avenue, Suite 530  
Raleigh, North Carolina 27612  
Attn: Cary Norden

With a copy to: Smith Anderson Blount Dorsett Mitchell & Jernigan, L.L.P.  
150 Fayetteville Street, 23<sup>rd</sup> Floor  
Raleigh, North Carolina 27601  
Telecopy No.: (919) 821-6800  
Attn: Amos U. Priester, IV

To Seller: Buckingham SRC, Inc  
3425 Service Road  
Cleveland, Ohio 44111  
Telecopy No: (216) 941-6199  
Attn: CEO

With a copy to: Buckingham SRC, Inc.  
950 Third Avenue, 19<sup>th</sup> Floor  
New York, New York 10022  
Telecopy No.: (212) 752-0505  
Attn: Shail Sheth

With a further copy to: Hahn Loeser & Parks LLP  
200 Public Square, Suite 2800  
Cleveland, Ohio 44114-2316  
Telecopy No.: (216) 241-2824  
Attn: Robert A. Ross, Esq.

and in any case at such other address as the advisee shall have specified by written notice. Notice of change of address shall be effective only upon receipt thereof. All such other notices and communications shall be deemed effective (a) if by personal delivery, upon receipt, (b) if by registered or certified mail, on the seventh (7<sup>th</sup>) Business Day after the date of mailing thereof, (c) if by reputable overnight delivery or courier, on the first (1<sup>st</sup>) Business Day after the date of mailing or (d) if by facsimile transmission, immediately upon receipt of a transmission confirmation, provided, that notice is sent on a Business Day between the hours of 9:00 a.m. and 5:00 p.m., recipient's time, but if not then upon the following Business Day.

Dated: November 1, 2013

Respectfully submitted by:

/s/ Christopher W. Peer

Nancy A. Valentine (0069503)

Christopher W. Peer (0076257)

Emily W. Ladky (0085527)

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*Proposed Counsel for Debtor and Debtor-in-Possession*

/s/ Gus Kallergis

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*Counsel for Triangle Capital Corporation and  
Triangle Mezzanine Fund, LLP*